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*Co-Counsel to the Ad Hoc Committee of  
Governmental and Other Contingent  
Litigation Claimants*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X
In re	: Chapter 11
	:
PURDUE PHARMA L.P., <i>et al.</i> ,	: Case No. 19-23649 (RDD)
	:
Debtors <sup>1</sup> .	: (Jointly Administered)
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**APPLICATION OF OTTERBOURG P.C. AS CO-COUNSEL TO THE  
AD HOC COMMITTEE OF GOVERNMENTAL AND OTHER CONTINGENT  
CLAIMANTS FOR SECOND INTERIM ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FROM  
FEBRUARY 1, 2020 THROUGH AND INCLUDING MAY 31, 2020**

<i>General Information</i>	
Name of Applicant:	Otterbourg P.C.
Applicant's Role in Case:	Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Retention Date:	September 16, 2019
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	December 2, 2019, [dkt. no. 553]
<b><i>Summary of Fees and Expenses Sought for the Application Period</i></b>	
Time period covered by this application:	February 1, 2020 through and including May 31, 2020 (the "Application Period")
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Application Period:	\$336,192.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Application Period:	\$1,604.92
Total Compensation and Expense Reimbursement Requested for the Application Period:	\$337,796.92
Amount of Compensation Paid but Not Yet Allowed to Date:	\$206,434.00
Amount of Expenses Paid but Not Yet Allowed to Date:	\$1,437.93

<b><i>Summary of Previous Request(s) and Payment(s) for Compensation and Expense Reimbursement</i></b>							
<b>Application</b>	<b>Period Covered</b>	<b>Fees Requested</b>	<b>Fees Paid</b>	<b>Expenses Requested</b>	<b>Expenses Paid</b>	<b>Balance</b>	<b>Order</b>
First Interim Application Dkt. Nos. 955	9/16/2019 through 1/31/2020	\$646,606.50	\$634,943.70 <sup>2</sup>	\$2,956.87	\$2,956.87	\$0.00	Dkt. Nos. 1159 and 1306
<b>TOTAL:</b>		\$646,606.50	\$634,943.70	\$2,956.87	\$2,956.87	\$0.00	

<sup>2</sup> At the request of the fee examiner appointed in this case, Applicant agreed to a fee and expense accommodation in the amount of \$11,662.80 in connection with its first interim fee application.

<i>Monthly Fee Statements Subject to the Application Period</i>						
Statement		Amount Requested		Amount Paid		
Period	Dkt. and Date	Fees	Expenses	Fees (80%)	Expenses (100%)	Balance
2/1/2020 – 2/29/2020	Dkt. No. 1069 Filed: 4/20/2020	\$101,418.00	\$1,178.57	\$81,134.40	\$1,178.57	\$20,283.60
3/1/2020 – 3/31/2020	Dkt. No. 1172 Filed: 5/19/2020	\$98,360.50	\$238.36	\$78,688.40	\$238.36	\$19,672.10
4/1/2020 – 4/30/2020	Dkt. No. 1252 Filed: 6/10/2020	\$58,264.00	\$21.00	\$46,611.20	\$21.00	\$11,652.80
5/1/2020 – 5/31/2020	Dkt. No.1377 Filed: 7/13/20	\$78,149.50	\$166.99	\$0.00	\$0.00	\$78,316.49
<b>TOTAL</b>		<b>\$336,192.00</b>	<b>\$1,604.92</b>	<b>\$206,434.00</b>	<b>\$1,437.93</b>	<b>\$129,924.99</b>

This is a(n):	<input type="checkbox"/> Monthly
	<input checked="" type="checkbox"/> Interim
	<input type="checkbox"/> Final Application

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UNITED STATES BANKRUPTCY COURT  
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In re	: Chapter 11
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**APPLICATION OF OTTERBOURG P.C. AS CO-COUNSEL TO THE  
AD HOC COMMITTEE OF GOVERNMENTAL AND OTHER CONTINGENT  
CLAIMANTS FOR SECOND INTERIM ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FROM  
FEBRUARY 1, 2020 THROUGH AND INCLUDING MAY 31, 2020**

TO: THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

Otterbourg P.C. (“**Otterbourg**” or “**Applicant**”), Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Claimants (the “**AHC**”) in the above-captioned cases in support of its second application (the “**Application**”) for allowance of interim compensation for

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

professional services rendered and reimbursement of expenses incurred from February 1, 2020 through and including May 31, 2020 (the “**Application Period**”), respectfully represents:

### **JURISDICTION, VENUE AND STATUTORY PREDICATES**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is core proceeding pursuant to 28 U.S.C. § 157(b). Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are Sections 330 and 331 of Title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with *General Order M-447*, the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to Local Rule 2016-1(a) (as updated June 17, 2013)* (the “**Local Guidelines**”), and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in larger Chapter 11 Cases, effective November 1, 2013* (the “**UST Guidelines**”) and, together with the Local Guidelines, the “**Guidelines**”). Attached hereto as **Exhibit A** is a certification regarding compliance with the Local Guidelines.

### **BACKGROUND**

3. On September 16, 2019 (the “**Petition Date**”), Purdue Pharma L.P. and its affiliates (the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors have remained in possession of their property and continue in the management of their business as a debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

5. An official committee of unsecured creditors (the “UCC”) was appointed by the Office of the United States Trustee (the “U.S. Trustee”) in this Case on September 27, 2019 [Dkt. No. 131].

6. On November 21, 2019, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 (the “**Interim Compensation Order**”) [Dkt. No. 529]. The Interim Compensation Order provides, among other procedures, that professionals are required to file and serve monthly itemized billing statements and interim fee applications.

7. On December 2, 2019, the Court entered an *Order Authorizing the Debtors to Assume the Reimbursement Agreement and Pay the Fees and Expenses of the Ad Hoc Committee’s Professionals* (the “**Fee Assumption Order**”). [Dkt. No. 553]. The Fee Assumption Order permits the payment of the fees and expenses of the AHC’s professionals, including Applicant, *nunc pro tunc* to September 16, 2019, and requires compliance with the procedures set forth in the Interim Compensation Order. A copy of the Fee Assumption Order is annexed hereto as **Exhibit B**.

**SUMMARY OF PROFESSIONAL COMPENSATION  
AND REIMBURSEMENT OF EXPENSES REQUESTED**

8. By this Application, Applicant seeks an order approving on an interim basis: (a) compensation in the amount of \$336,192.00 and (b) expenses in the amount of \$1,604.92, representing actual and necessary expenses Applicant incurred in connection with its rendition of professional services to the AHC during the Application Period.

9. In accordance with the Interim Compensation Order, On March 16, Applicant filed a request for first interim allowance of fees and expenses in this Case, covering the period from September 16, 2019 through and including January 31, 2020 [Dkt. No. 955]. The Court entered an order on May 15, 2020 approving that first interim request [Dkt. No. 1159]. On June 26, 2020 the Court entered a supplemental order permitting payment of the holdback amounts, less certain reductions of fees and expenses agreed to between Applicant and the fee examiner appointed in these cases [Dkt. No. 1306].

10. The following Monthly Fee Statements were filed by Applicant during the Application Period:

<i>Monthly Fee Statements Subject to the Application Period</i>						
Statement		Amount Requested		Amount Paid		
Period	Dkt. and Date	Fees	Expenses	Fees (80%)	Expenses (100%)	Balance
2/1/2020 – 2/29/2020	Dkt. No. 1069 Filed: 4/20/2020	\$101,418.00	\$1,178.57	\$81,134.40	\$1,178.57	\$20,283.60
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4/1/2020 – 4/30/2020	Dkt. No. 1252 Filed: 6/10/2020	\$58,264.00	\$21.00	\$46,611.20	\$21.00	\$11,652.80
5/1/2020 – 5/31/2020	Dkt. No. 1377 Filed: 7/13/20	\$78,149.50	\$166.99	\$0.00	\$0.00	\$78,316.49
<b>TOTAL</b>		<b>\$336,192.00</b>	<b>\$1,604.92</b>	<b>\$206,434.00</b>	<b>\$1,437.93</b>	<b>\$129,924.99</b>

11. Applicant attaches the following in support of this Application:

- Exhibit C is a summary of the compensation sought by Applicant by project code for the Application Period and a comparison to the Applicant's budget and proposed staffing plan.

- Exhibit D is a list of the attorneys and paraprofessionals who have worked on this case during the Application Period, the aggregate time invested by each individual, the applicable hourly billing rate, and the amount of fees attributable to each individual, as well as the hours and time spent by position (*e.g.*, partner, associate, clerk), blended hourly rates, and a comparison against the blended rates of other non-insolvency attorneys and professionals at Otterbourg.
- Exhibit E contains a copy of the computer-generated time entries reflecting the time recorded during the Application Period, organized in project billing categories by the Applicant.
- Exhibit F is a summary of reimbursement sought by the Applicant by expense type for all expenses incurred during the Application Period.
- Exhibit G contains a copy of the computer-generated list of expenses incurred during the Application Period.

#### **SUMMARY AND HIGHLIGHTS OF SERVICES RENDERED**

12. During the Application Period, Applicant performed services on a variety tasks for the AHC, all of which are set forth in Applicant's detailed time records. The following summary is intended only to highlight some of the services rendered by Applicant during the Application Period and is not intended to be a complete recitation of all activities or of all activities performed. Although every effort was made to consistently categorize the actual services provided into the appropriate category, certain tasks were interrelated and could properly be categorized in multiple categories.

##### **A. Asset Analysis and Recovery**

13. In connection with fulfilling its duties, the AHC and its professionals have undertaken certain due diligence to examine the Debtors' business operations. Such due diligence is necessary in connection with entering into a restructuring support agreement with the Debtors and eventual plan of reorganization. During the Application Period, Applicant participated in conference calls and virtual meetings with the Debtors' financial advisors to review reports regarding the Debtors' business operations and projections. Applicant also



reviewed the status updates from the AHC's financial advisors, and participated in conference calls, regarding the due diligence being undertaken with respect to the businesses of the Sackler family. These due diligence updates are critical to understanding how to best optimize value in a plan of reorganization for creditors. Applicant also participated in regular meetings of the due diligence subcommittee of the AHC and responded to inquiries of the AHC members.

14. In addition, during the Application Period, Applicant monitored ongoing discovery disputes, primarily between the Ad Hoc Group of Non-Consenting States ("NCSG") and the Sacklers, to be able to advise the AHC and help formulate a position with the Court regarding such disputes and to ensure that all necessary information continues to be provided to the AHC's professionals.

**B. Business Operations**

15. During the Application Period, Applicant reviewed the Debtors' motion for authorization to enter into a development agreement for an autoinjectable formulation of nalmeфene and participated in the hearing to consider its motion on February 21, 2020. An order approving the motion was entered on February 24, 2020 [Dkt. No. 826].

16. Also during the Application Period, Debtors sought authority to enter into a funding agreement with Harm Reduction Therapeutics, Inc. to develop an over-the-counter naloxone nasal spray device (the "**HRT Motion**") [Dkt. No. 1005]. The AHC and its professionals had several questions with respect to the HRT Motion and participated in conference calls with the AHC's financial advisors to review the HRT Motion and also participated in a remote presentation from the Debtors concerning the HRT Motion.

17. The HRT Motion was later amended following feedback from several constituents. Applicant, together with co-counsel, discussed the HRT Motion with the AHC and advised it regarding a possible response to the HRT Motion. A hearing to consider the HRT

Motion was held subsequent to the Application Period (on June 23, 2020) and the Court thereafter entered an order approving the HRT Motion.

**C. Emergency Financing**

18. During the Application Period, the AHC continued to seek to formulate and negotiate the terms of an Emergency Relief Fund (“**ERF**”) to provide emergency relief to combat the opioid epidemic and its impact. The AHC and each of its members continued to dedicate an extraordinary amount of time to formulating a proposed ERF that would be acceptable to both the states and municipalities.

19. Applicant first worked with the states on the AHC responsible for formulating the AHC’s ERF proposal and then helped to coordinate with the local governments and municipalities to arrive at a framework that could be acceptable to both the states and local municipalities that are members of the AHC. The AHC also sought to obtain the input and support of the NCSG for its proposal, as well as the multi-state governmental entities group (the “**MGSE**”).

20. There were multiple drafts and revisions to the ERF proposed by each of the AHC, the NCSG and the MGSE. Applicant reviewed each of the proposals, analyzed the remaining open issues and participated in multiple conference calls with one or more of each of the subcommittee of the AHC tasked with preparing the ERF, the NCSG, the MGSE and their respective counsel. Applicant also coordinated these meetings and the response of the AHC with co-counsel. These negotiations were extensive and required daily (multiple) conference calls. Ultimately, in view of the status of ongoing negotiations regarding a potential plan of distribution, in which certain issues being discussed overlapped with the ERF discussions, the Debtors and the parties negotiating the ERF determined to allow mediation to proceed in lieu of continuing to negotiate the ERF.

**D. Case Administration/General Services**

21. During the Application Period, Applicant reviewed the Debtors' motion and proposed order to engage mediators for the purpose of resolving allocation issues between public and private claimants with the goal of reaching a consensual framework for distribution that can be embedded in a proposed plan of reorganization. Applicant is not seeking reimbursement for time spent directly related to those negotiations, but is seeking reimbursement for time billed in connection with the review of the mediation motion and proposed order, as well as correspondence and discussions regarding the mediation process itself and the appropriate participants in the mediation process.

22. During the Application Period, Applicant reviewed the previously entered bar date order to advise the member states regarding the provision for the filing of a consolidated proof of claim, as permitted by the bar date order. Applicant reviewed the relevant provisions of the order, as well as the transcript in which the issue regarding the filing of consolidated claims was discussed, and reviewed the applicable governmental proof of claim form. Applicant engaged in preliminary discussions with the state representatives on the AHC and counsel to the NCSG regarding the procedure that should be employed to file a consolidated claim on behalf of the states.

23. Applicant also spent time during the Application Period in connection with meetings and engaged in other discussions with parties to the case, including, among others, the Department of Justice, counsel to the NCSG and individual members of the AHC regarding case issues. Applicant also reviewed the pending motions before the Court and participated in court hearings.

24. Throughout all of these activities, Applicant organized with co-counsel by regularly communicating among the firms and determining the specific tasks to be undertaken by

each. It was also particularly important given the size of the AHC that subsets of groups could organize and have a point of contact to discuss issues specific to each constituency and communicate them to other co-counsel and the remainder of the AHC group. Applicant primarily coordinated with the states on intra-committee issues to ascertain their positions and seek solutions. While there were activities that necessarily required full participation of the professionals, tasks were coordinated to avoid duplication of efforts.

25. Applicant also prepared and filed monthly fee statements and its first interim fee application as required by the Compensation Procedures Order.

**E. Meetings and Communications with Ad Hoc Committee**

26. Throughout the Application Period, Applicant and its co-counsel kept the AHC members advised of all matters in the case, providing regular updates and responding to inquiries. The AHC has weekly update calls with the entire AHC and also has regular calls with the subcommittees, some of which occur on a weekly basis and others on an as-needed basis. Certain more pressing issues required multiple conference calls in a single day. Applicant also had regular calls with the states (both those that are members of the AHC and those that are supporting states, but not on the AHC) to keep them up to date on matters in the case and to address issues that are unique to the states and, when necessary, presenting those positions to the other non-state members of the AHC.

**EVALUATING APPLICANT'S SERVICES**

27. Applicant submits that its request for the second interim allowance of compensation is reasonable and appropriate. The services rendered by Applicant, as highlighted above, required substantial time and effort.

28. Bankruptcy Code section 331 provides for interim compensation of professionals and incorporates the substantive standards of Bankruptcy Code section 330 to govern the Court's

award of such compensation. Bankruptcy Code section 330 provides that a court may award a professional employed under Bankruptcy Code section 327 “reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses.” Bankruptcy Code section 330 also sets forth the criteria for the award of such compensation and reimbursement.

29. In determining the amount of reasonable compensation to be awarded, the Court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including:

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- e. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

30. Applicant respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the AHC, the Debtors, the Debtors’ estates, and other parties in interest. Applicant also submits that the services rendered to the AHC were performed economically, effectively and efficiently and were necessary. Applicant further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services and that the fees billed and expenses incurred were well within the parameters of the budget provided to the Debtors, which estimated monthly fees of \$250,000.

31. Applicant coordinated with co-counsel to the AHC to assign tasks and avoid duplication of services. Certain services, such as participation in court hearings, conference calls and meetings and review of pertinent documents, necessarily required the involvement of multiple co-counsel advising the AHC. Applicant was primarily responsible for interfacing with the state members of the AHC and bringing such issues and concerns to the remainder of the AHC and other co-counsel.

32. Applicant's hourly rates and fees charged are consistent with the market rate for comparable services. As set forth in the Cyganowski Certification, the hourly rates and fees charged by Applicant are the same as those generally charged to, and paid by, Applicant's other clients.

33. Applicant, to the best of its knowledge, has not included any fees in connection with or relating to the allocation of value among the Debtors' creditors (the "Allocation Fees"). Pursuant to the Fee Assumption Order, Applicant may request Allocation Fees through a separate application at a later date.

34. In summary, the services rendered by Applicant were necessary and beneficial to the AHC and the Debtors' estates, and were consistently performed in a timely manner commensurate with the complexity, importance, novelty and nature of the issues involved. Accordingly, approval of the compensation sought herein is warranted.

### **DISBURSEMENTS**

35. Applicant incurred actual and necessary out-of-pocket expenses during the Application Period, which are set forth in Exhibit G. By this Application, Applicant respectfully requests allowance of such reimbursement in full. The disbursements for which Applicant seeks reimbursement include, among others:

- a. Duplicating – Laser copies and photocopies charged at \$0.10 per page. The charge per page is less than that which is billed to other Otterbourg clients.
- b. Computer Research Charges – Otterbourg’s practice is to bill clients for electronic research at actual cost, which does not include amortization for maintenance and equipment.
- c. Local Car Service– Otterbourg’s practice is to allow attorneys, legal assistants, and secretaries to charge car to the appropriate client after 8:00 p.m. Transportation may also include train fare and taxis to and from Court.
- d. Delivery Services – Otterbourg’s practice is to charge postal, overnight delivery and courier services at actual cost.

**APPLICANTS’ STATEMENT PURSUANT TO APPENDIX B**  
**OF THE UST GUIDELINES**

36. The following statement is provided pursuant to § C.5. of the UST Guidelines.

- a. **Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms of services pertaining to this engagement that were provided during the application period? If so, please explain.

**Answer:** No.

- b. **Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

**Answer:** The fees sought in the Application do not exceed the fees budgeted for the Application Period and are, in fact, considerably less than the amount budgeted.

- c. **Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

**Answer:** No.

- d. **Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and

does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

**Answer:** Yes. There were .5 hours (\$425) recorded for reviewing fee time.

- e. **Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

**Answer:** No.

- f. **Question:** If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

**Answer:** Applicant's rate increased as of October 1, 2019, which was shortly after the Petition Date, but prior to the submission of our proposed budget to the Debtors and prior to the entry of the Fee Assumption Order.

*[Remainder of Page Left Blank]*



**CONCLUSION**

**WHEREFORE**, the Applicant respectfully requests that this Court enter an order (a) allowing on an interim basis compensation in the aggregate amount of \$336,192.00 for fees for services rendered during the Application Period; (b) allowing on an interim basis actual, necessary expenses incurred in connection with such services in the aggregate amount of \$1,604.92; (c) authorizing and directing the Debtors to pay to the unpaid fees for services rendered during the Application Period expenses associated with such services; and (d) granting such other and further relief as may be just or proper.

New York, New York  
Dated: July 15, 2020

OTTERBOURG P.C.

By: /s/ Melanie L. Cyganowski  
Melanie L. Cyganowski, Esq.  
Jennifer S. Feeney, Esq.  
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# **EXHIBIT A**

## **Certification**

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UNITED STATES BANKRUPTCY COURT  
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In re : Chapter 11  
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PURDUE PHARMA L.P., *et al.*, : Case No. 19-23649 (RDD)  
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Debtors<sup>1</sup>. : (Jointly Administered)  
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**CERTIFICATION OF MELANIE L. CYGANOWSKI IN RESPECT OF APPLICATION  
OF OTTERBOURG P.C. AS CO-COUNSEL TO THE AD HOC COMMITTEE OF  
GOVERNMENTAL AND OTHER CONTINGENT CLAIMANTS FOR SECOND  
INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED FROM FEBRUARY 1, 2020  
THROUGH AND INCLUDING MAY 31, 2020**

I, Melanie L. Cyganowski, hereby certify that:

1. I am a member of the firm of Otterbourg P.C. ("Otterbourg"). By Order of the  
Court, dated December 2, 2019, the Debtor was authorized to pay fees and expenses of

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Otterbourg as Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Claimants *nunc pro tunc* to September 16, 2019 (the “Petition Date”). [553]

2. I am the professional designated by Otterbourg with the responsibility for compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (as updated June 17, 2013) (the “Local Guidelines”), and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases*, adopted by the Executive Office for the United States Trustee (the “UST Guidelines”, and together with the Local Guidelines, the “Guidelines”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, [Dkt. No. 529] (the “Interim Compensation Order”).

3. This Certification is made in support of Otterbourg’s second interim application (the “Interim Fee Application”) for the interim allowance of compensation for services rendered and reimbursement of expenses incurred for the period from February 1, 2020 through and including May 31, 2020 (the “Application Period”).

4. I have reviewed the Interim Fee Application.

5. To the best of my knowledge, information and belief formed after reasonable inquiry of the Otterbourg accounting personnel and legal and paraprofessional staff, the Interim Fee Application complies with the mandatory guidelines set forth in the Guidelines.

6. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Otterbourg and generally accepted by Otterbourg’s clients.

7. To the best of my knowledge, information and belief formed after reasonable inquiry of the Otterbourg personnel, Otterbourg does not make a profit in connection with any disbursements sought in the Interim Fee Application except (i) in recording certain

disbursements, for administrative convenience, charges are rounded up to the nearest dollar (*e.g.*, long distance telephone calls); (ii) volume discounts, if any, are not reflected (*e.g.*, Federal Express); and (iii) certain estimates for expenses related to various disbursements are not specifically calculated (*e.g.*, taxes, rental charges and related costs of Westlaw).

8. To the best of my knowledge, information and belief formed after reasonable inquiry of the Otterbourg accounting personnel, Otterbourg does not include in the amount of any disbursements the amortization of the cost of any investment, equipment or capital outlay.

9. To the best of my knowledge, information and belief formed after reasonable inquiry of the Otterbourg accounting personnel, to the extent that Otterbourg has purchased or contracted for services from a third party, reimbursement is sought only for the amount billed by the third party to Otterbourg and paid.

10. Otterbourg maintains supporting documentation for each item for which reimbursement is sought (*i.e.*, meals chargeable and transportation) and such documentation is available for review on request by the Court or the United States Trustee.

11. Otterbourg has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtor with a statement of the Applicant's fees and expenses.

12. The Notice Parties (as defined in the Interim Compensation Order) will each be provided with a copy of the Interim Fee Application.

New York, New York  
Dated: July 15, 2020

By: /s/ Melanie L. Cyganowski  
Melanie L. Cyganowski  
230 Park Avenue  
New York, New York 10169  
(212) 661-9100  
*Co-Counsel to the Ad Hoc Committee of  
Governmental and Other Contingent  
Litigation Claimants*

# **EXHIBIT B**

## **Fee Assumption Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**PURDUE PHARMA L.P., *et al.*,  
  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 19-23649 (RDD)**

**(Jointly Administered)**

**ORDER AUTHORIZING THE DEBTORS TO ASSUME THE REIMBURSEMENT  
AGREEMENT AND PAY THE FEES AND EXPENSES OF THE AD HOC  
COMMITTEE'S PROFESSIONALS**

Upon the motion (the “**Motion**”)<sup>2</sup> of Purdue Pharma L.P. and its affiliates that are debtors and debtors in possession in these cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 363(b) and 365 of title 11 of the United States Code (the “**Bankruptcy Code**”), for an order (this “**Order**”) (a) authorizing the Debtors to assume the Reimbursement Agreement, attached to the Motion as **Exhibit B**, and (b) authorizing but not directing the Debtors to pay the reasonable and documented fees and expenses under the Reimbursement Agreement, without the need for further motion, fee application or order of the Court, as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Motion having been provided, such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and upon the objections (or joinders to objections) to the relief requested in the Motion filed by the Ad Hoc Group of Individual Victims, the NAS Babies Ad Hoc Committee, the Official Committee of Unsecured Creditors, the Private Insurance Plaintiffs, the U.S. Trustee, and Certain Native American Tribes [Docket Nos. 454, 458, 459, 462, 463 and 468] and the responses thereto; and the Court having held a hearing to consider the relief requested in the Motion on November 19, 2019 (the “**Hearing**”); and upon the record of the Hearing and all of the proceedings had before the Court; and after due deliberation and for the reasons stated by the Court in its bench ruling at the Hearing the Court having determined that the legal and factual bases set forth in the Motion establish good and sufficient cause for the relief granted herein, which is in the best interests of the Debtors, their estates, their creditors and all parties in interest; now, therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized to perform the Reimbursement Agreement pursuant to section 363 of the Bankruptcy Code, subject to and as modified by the terms of this Order.
3. Specifically, the Debtors are authorized, but not directed, to pay (i) Brown Rudnick LLP, (ii) Gilbert, LLP, (iii) Kramer Levin Naftalis & Frankel LLP, (iv) Otterbourg PC, (v) FTI Consulting, Inc., (vi) Compass Lexecon and (vii) Coulter & Justice (collectively, the “**Professionals**”) for their reasonable and documented fees and expenses in accordance with the terms and conditions of the Reimbursement Agreement and this Order; *provided* that, for the avoidance of doubt, the Debtors shall have no obligation to pay any fees, expenses or other



amounts incurred after the termination of the Reimbursement Agreement in accordance with its terms.

4. The authorization of the Debtors to pay (i) the reasonable and documented fees and expenses of the Professionals (other than those Professionals set forth in paragraph 3(vi) and (vii) above, which are addressed in subsection (z) of this paragraph 4 below) and (ii) reasonable and documented expenses (e.g., hotels, meals, travel costs, etc., but excluding the fees and expenses of any professional, including internal counsel, retained or employed by any Ad Hoc Committee member) incurred by the Ad Hoc Committee members in furtherance of their service on the Ad Hoc Committee (the “**Member Expenses**”) shall be subject, *mutatis mutandis*, to the procedures with respect to authorization of payment of the fees and expenses of the professionals of the Debtors and the UCC set forth in the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 529] (as may be modified or amended by any subsequent order of the Court with respect thereto, the “**Interim Compensation Order**”) including, for the avoidance of doubt, the filing of Monthly Fee Statements and Applications (in each case as defined in the Interim Compensation Order), Interim Fee Hearings (as defined in the Interim Compensation Order), the expiration of the Objection Deadline (as defined in the Interim Compensation Order) or resolution of any Objections (as defined in the Interim Compensation Order) with respect each Monthly Fee Statement, and the 20% holdback with respect to fees until further order of the Court; *provided* that the standard for authorization of payment of the fees and expenses of the Professionals shall be whether such fees and expenses are (a) reasonable and documented and (b) reimbursable under the Reimbursement Agreement (including, without limitation, that such fees and expenses are not duplicative of other Professionals and are within the Scope (as defined in the Reimbursement Agreement)); *provided*

*further* that, for the avoidance of doubt, that the Professionals shall not be considered retained professionals of the Debtors or UCC and the retention of the Professionals shall not be required to satisfy the standards for retention set forth in sections 327-328 or 1103 of the Bankruptcy Code; *provided further* that, the Professionals shall seek reimbursement only for fees and expenses that are within the Scope (and, for the avoidance of doubt, neither filing objections to the claims of other creditors or advancing or prosecuting the claims of the individual members of the Ad Hoc Committee shall be considered within the Scope); *provided further* that, (x) the aggregate amount authorized to be paid pursuant to this Order shall not exceed \$1,500,000 with respect to the fees and expenses of the Professionals (including Compass Lexecon and Coulter & Justice) incurred prior to the Petition Date, (y) such prepetition fees and expenses of the Professionals, together with any prepetition Member Expenses, shall be sought only upon the earlier of (1) the execution of a restructuring support agreement among parties including the Debtors and each member of the Ad Hoc Committee and (2) confirmation of a chapter 11 plan for the Debtors, and (z) the Debtors shall not be authorized to pay any amounts to the Professionals set forth in paragraph 3(vi) and 3(vii) above (who are not currently actively engaged) unless and until authorized to do so by subsequent order of this Court in connection with one of the Applications referred to above; *provided further* that the fees and expenses of the Professionals incurred in connection with or relating to the allocation of value among the Debtors' creditors (the "**Allocation Fees**"), shall be segregated and recorded in separate matters or projects and shall be sought by Application only upon the earlier of (a) the approval by the Court of a restructuring support agreement among parties including the Debtors and each member of the Ad Hoc Committee (the "**RSA**") or (b) confirmation of a chapter 11 plan for the Debtors; *provided further* that to the extent an emergency relief fund for the use, prior to confirmation, of a substantial amount of the Debtors' cash to provide emergency relief and

assistance with respect to the opioid crisis (an “**ERF**”) has not previously been sought or approved by the Court, the RSA shall have within it a valid and credible proposal for an ERF; *provided further* that prior to the earlier of approval by the Court of an RSA or confirmation of a chapter 11 plan for the Debtors, each Professional that submits a Monthly Fee Statement or Application will include a representation therein that it has separately recorded its Allocation Fees and has not, to the best of its knowledge, included Allocation Fees in such Monthly Fee Statement or Application.

5. Notwithstanding anything to the contrary herein, the Debtors shall not be authorized to pay the fees and any expenses of any advisor to the Ad Hoc Committee other than the Professionals (as defined in paragraph 3), and the authorization to pay the fees and expenses of any advisor to the Ad Hoc Committee other than the Professionals (including any investment banker, as contemplated by the Reimbursement Agreement) shall be sought by a supplemental motion to this Court, *provided* that the Debtors are authorized to pay the fees of an investment banker, as contemplated by the Reimbursement Agreement, subject the same procedures applicable to the Professionals (as defined in paragraph 3), with the consent of the Debtors, U.S. Trustee and UCC to the retention of such investment banker and the terms of such retention.

6. Pursuant to and consistent with information and confidentiality protocols to be agreed between the Ad Hoc Committee, the Ad Hoc Group of Non-Consenting States<sup>3</sup> and the Governmental Entities Group<sup>4</sup>, and acceptable to the Debtors, and any protective order in these cases, the work product of certain financial professionals engaged by the Ad Hoc Committee, including FTI Consulting, Inc., shall be made available to the Ad Hoc Group of Non-Consenting States and the Governmental Entities Group with respect to matters on which such parties share a

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<sup>3</sup> The Bankruptcy Rule 2019 statement for the Ad Hoc Group of Non-Consenting States is filed at Docket No. 296.

<sup>4</sup> The Bankruptcy Rule 2019 statement for the Governmental Entities Group is filed at Docket No. 409.

common interest, subject to the terms therein, and where such work product does not contain, reflect or reference confidential information of the Debtors that they have provided to the Ad Hoc Committee but not provided to the Ad Hoc Group of Non-Consenting States and the Governmental Entities Group. The delivery of information pursuant to such information protocols described in this paragraph shall not be deemed a waiver of any common interest privilege, attorney-client privilege, work product protection, or any other applicable privileges or protections with respect thereto.

7. The contents of the Motion and the notice procedures set forth therein constitute good and sufficient notice and satisfy the Bankruptcy Rules and the Local Rules, and no other or further notice of the Motion or the entry of this Order shall be required.

8. Nothing in this Order shall be deemed to constitute (i) a grant of third-party beneficiary status or bestowal of any additional rights on any third party or (ii) a waiver of any rights, claims or defenses of the Debtors.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. The relief granted herein shall be binding upon any chapter 11 trustee appointed in any of these chapter 11 cases or upon any chapter 7 trustee appointed in the event of a subsequent conversion of any of these chapter 11 cases to cases under chapter 7.

11. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: December 2, 2019  
White Plains, New York

/s/ Robert D. Drain  
THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT C**

## **Summary of Compensation By Project Code**

**SUMMARY OF COMPENSATION BY  
PROJECT CODE FOR THE APPLICATION PERIOD**

<b>Project Code</b>	<b>Project Category</b>	<b>Total Billed Hours</b>	<b>Average Hourly Rate</b>	<b>Fees Recorded</b>
PU01	Asset Analysis and Recovery	21.1	\$1,090.21	\$23,003.50
PU03	Business Operations	20.0	\$1,208.05	\$24,161.00
PU04	Case Administration	55.6	\$1,207.94	\$66,828.00
PU05	Claims Analysis	12.1	\$1,168.97	\$14,144.50
PU06	Employment and Fee Applications	34.8	\$707.69	\$24,627.50
PU07	Emergency Financing	74.1	\$1,155.61	\$85,630.50
PU08	Litigation: Contested Matters, Adversary	10.2	\$1,169.12	\$11,925.00
PU09	Meetings and Communications with Ad Hoc	62.3	\$1,120.19	\$69,788.00
PU11	Plan and Disclosure Statement	14.6	\$1,101.64	\$16,084.00
	<b>TOTALS:</b>	<b>304.8</b>	<b>\$1,102.99</b>	<b>\$336,192.00</b>

**BUDGET V. ACTUAL FEES REQUESTED**

<b>Project Code</b>	<b>Project Category</b>	<b>Budgeted Hours</b>	<b>Actual Hours</b>	<b>Budgeted Fees</b>	<b>Actual Fees</b>
PU01	Asset Analysis and Recovery	150	21.1	\$125,000.00	\$23,003.50
PU02	Assumption and Rejection of Leases and Contract	100	0.0	\$10,000.00	\$0.00
PU03	Business Operations	75	20.0	\$175,000.00	\$24,161.00
PU04	Case Administration	150	55.6	\$150,000.00	\$66,828.00
PU05	Claims Analysis	20	12.1	\$25,000.00	\$14,144.50
PU06	Employment and Fee Applications	20	34.8	\$30,000.00	\$24,627.50
PU07	Emergency Financing	100	74.1	\$125,000.00	\$85,630.50
PU08	Litigation: Contested Matters, Adversary	150	10.2	\$25,000.00	\$11,925.00
PU09	Meetings and Communications with Ad Hoc	300	62.3	\$250,000.00	\$69,788.00
PU10	Non-Working Travel	10	0.0	\$10,000.00	\$0.00
PU11	Plan and Disclosure Statement	50	14.6	\$75,000.00	\$16,084.00
<b>TOTAL:</b>		<b>1025.0</b>	<b>304.8</b>	<b>\$1,000,000.00</b>	<b>\$336,192.00</b>

**PROPOSED STAFFING PLAN APPLICATION PERIOD**

<b>Category of Timekeeper</b>	<b>Estimated Number of Timekeepers</b>	<b>Actual Number of Timekeepers</b>	<b>Average Hourly Rate Based on Actual Timekeepers</b>
Partner	3	1	\$1,315.00
Of Counsel	1	1	\$850.00
Associate	2	1	\$425.00
Paralegal	1	1	\$305.00

# **EXHIBIT D**

## **Summary of Hours By Professional**



**SUMMARY OF HOURS BILLED BY  
PROFESSIONALS FOR THE APPLICATION PERIOD**

**Attorney Hours for the Application Period**

<b>Professional</b>	<b>Year Admitted</b>	<b>Rate Per Hour</b>	<b>No. of Hours</b>	<b>Total Compensation</b>
Melanie L. Cyganowski ("MLC") Partner	1982	\$1315	186.3	\$244,984.50
Jennifer S. Feeney ("JSF") Of Counsel	1998	\$850	100.2	\$85,170.00
Michael A. Pantzer ("MAP") Associate	2017	\$425	3.8	\$1,615.00
	<b>TOTAL</b>		<b>290.3</b>	<b>\$331,769.50</b>

**Paraprofessional Hours for the Application Period**

<b>Professional</b>	<b>Year Admitted</b>	<b>Rate Per Hour</b>	<b>No. of Hours</b>	<b>Total Compensation</b>
Jessica K. Hildebrandt ("JKH") Paralegal	N/A	\$305	14.5	\$4,422.50
	<b>TOTAL</b>		<b>14.5</b>	<b>\$4,422.50</b>

**Total Fees for the Application Period By Position**

<b>Professional</b>	<b>Blended Rate</b>	<b>Total Hrs.</b>	<b>Total Fees Recorded</b>
Partner	\$1315.00	186.3	\$244,984.50
Of Counsel	\$850.00	100.2	\$85,170.00
Associate	\$425.00	3.8	\$1,615.00
Paralegal	\$305.00	14.5	\$4,422.50
<b>Blended Professional Rate</b>	<b>\$1,102.99</b>	<b>304.8</b>	<b>\$336,192.00</b>

**Blended Hourly Rate for Professionals Billing to Case v. Blended Hourly Rate of All Other Professionals for Last 12 Months**

<b>Professionals and Paraprofessionals</b>	<b>Blended Hourly Rate of Professionals and Paraprofessionals Not Billing to this Matter for Prior 12-Month Period by Position</b>	<b>Blended Hourly Rate of Professionals Billed for Application Period by Position</b>
Partner	\$937.00	\$1315.00
Of Counsel	\$769.00	\$850.00
Associate	\$487.00	\$425.00
Paraprofessional and Other Staff	\$298.00	\$305.00
Blended Attorney Rate/Total Attorney Fees	\$740.00	\$1142.85
Blended Paralegal Rate	\$298.00	\$305.00

# **EXHIBIT E**

## **Time Entries**

OTTERBOURG P.C.  
230 PARK AVENUE  
NEW YORK, NY 10169-0075

Client/Matter No.: 20186/0002  
Matter Name: CHAPTER 11  
Billing Partner: RL STEHL

July 13, 2020  
BILL NO. 210837

For Services Rendered Through May 31, 2020:

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Phase: PU01	ASSET ANALYSIS AND RECOVERY
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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/04/20 JSF	Examine Documents Protective Order and Designation of Categories	.30	255.00
02/11/20 JSF	Telephone Call(s) Conference Call with Due Diligence Subcommittee, Houlihan and FTI	1.20	1,020.00
02/12/20 JSF	Examine Documents Due Diligence Update from FTI	.30	255.00
02/12/20 JSF	Examine Documents Virtual Data Rooms - Additional Debtors' Due Diligence Documents	.30	255.00
02/12/20 MLC	Correspondence Correspondence concerning access to Purdue data rooms	.60	789.00
03/03/20 JSF	Examine Documents Information Sharing Protocol	.30	255.00

OTTERBOURG P.C.  
230 PARK AVENUE  
NEW YORK, NY 10169-0075

Client/Matter: 20186/0002  
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July 13, 2020  
BILL NO. 210837

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/23/20 MLC	Conference call(s) Conference call with FTI/Houlihan re background analysis of company	.70	920.50
03/25/20 MLC	Conference call(s) Zoom meeting with Duff & Phelps, DOJ, HL, FTI and AHC re due diligence update	2.10	2,761.50
03/31/20 MLC	Correspondence Correspondence with NCSG concerning discovery from Sackler family	.80	1,052.00
04/06/20 JSF	Telephone Call(s) Report from Debtors re: Special Committee Work and Review	1.20	1,020.00
04/13/20 JSF	Telephone Call(s) Conference Call with ACH Professionals re: Sacklers	.50	425.00
04/13/20 MLC	Conference call(s) Conference call with AHC counsel re certain Sackler transactions	.40	526.00
04/23/20 MLC	Correspondence Review of correspondence between UCC, NCSG and Sackler Families with Court concerning discovery disputes	.80	1,052.00

OTTERBOURG P.C.  
230 PARK AVENUE  
NEW YORK, NY 10169-0075

Client/Matter: 20186/0002  
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July 13, 2020  
BILL NO. 210837

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/28/20 MLC	Analysis of Memorandum Review of insurance analysis prepared by Gilbert firm	1.30	1,709.50
04/29/20 JSF	Examine Documents Updates on Sackler Due Diligence and Rule 2004	.50	425.00
04/29/20 JSF	Examine Documents Statement of AHC in Support of Rule 2004 Motion of NCSG of Sacklers	.20	170.00
04/30/20 JSF	Examine Documents Pleadings re: Rule 2004 Discovery Request of Sacklers and Status of Discovery	1.10	935.00
05/01/20 JSF	Telephone Call(s) Court Hearing via Conference Call on 2004 Discovery Issues (partial attendance)	2.30	1,955.00
05/01/20 MLC	Court Appearance - General Appeared at court conference concerning discovery disputes with Sacklers (partial attendance by MLC)	.90	1,183.50
05/04/20 MLC	Analysis of Memorandum Review and analysis of memo prepared by KL re discovery issues presented in connection with Sacklers	1.40	1,841.00

OTTERBOURG P.C.  
230 PARK AVENUE  
NEW YORK, NY 10169-0075

Client/Matter: 20186/0002  
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July 13, 2020  
BILL NO. 210837

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/05/20 JSF	Examine Documents Letter to IAC's re: Discovery open issues	.20	170.00
05/08/20 JSF	Examine Documents Update on Due Diligence and Document Production by Sacklers	.20	170.00
05/11/20 MLC	Analysis of Memorandum Review of 2004 Discovery Orders entered by Court	1.10	1,446.50
05/14/20 JSF	Examine Documents Update on Discovery and Letter to Court from Sackler Family Attorney re: NY AG	.20	170.00
05/15/20 JSF	Telephone Call(s) Due Diligence Call with AHC Subcommittee and Non-Consenting State Group	1.20	1,020.00
05/20/20 JSF	Examine Documents HL Overview Analysis of Potential Asset Value	.20	170.00
05/28/20 MLC	Correspondence Correspondence with UCC concerning discovery stipulation and limitations upon AHC due diligence	.80	1,052.00
TOTAL PHASE PU01		21.10	\$23,003.50

Phase: PU03

BUSINESS OPERATIONS

OTTERBOURG P.C.  
230 PARK AVENUE  
NEW YORK, NY 10169-0075

Client/Matter: 20186/0002  
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July 13, 2020  
BILL NO. 210837

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/05/20 MLC	Analysis of Memorandum Review of lease memo prepared by FTI/HL	1.10	1,446.50
02/12/20 MLC	Analysis of Memorandum Review of unredacted copies of motion in support of agreement for the Nalmefene Development project	1.20	1,578.00
02/12/20 MLC	Analysis of Memorandum Analysis of Nalmefene Development Agreement Pleadings provided by FTI for AHC due diligence subcommittee	.80	1,052.00
02/13/20 JSF	Examine Documents FTI Comments to Nalmefene Development Agreement	.10	85.00
02/18/20 JSF	Telephone Call(s) Due Diligence Subcommittee Call re: AutoInjector Development Agreement	.60	510.00
02/18/20 JSF	Examine Documents FTI and Houlihan Deck re: Nalmefene Autoinjector Development Deal	.30	255.00
02/18/20 MLC	Conference call(s) Conference call with subcommittee to review debtors' motion re: new research and development of Nalmefene	.60	789.00



OTTERBOURG P.C.  
230 PARK AVENUE  
NEW YORK, NY 10169-0075

Client/Matter: 20186/0002  
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July 13, 2020  
BILL NO. 210837

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/18/20 MLC	Review/analyze Review of debtors' motion summary prepared by FTI (Nalmefene)	1.30	1,709.50
02/20/20 JSF	Examine Documents AutoInjector Motion Update and Proposed Statement of AHC and Committee Views re: Same	.40	340.00
02/20/20 JSF	Examine Documents Review of Agenda and Motions Scheduled for February 21 Hearing	.20	170.00
02/20/20 MLC	Review/analyze Reviewed and analyzed changes to proposed order allowing debtors to enter into Nalmefene agreement	1.30	1,709.50
02/21/20 JSF	Telephone Call(s) Court Hearing re: Autoinjector Motion and Other Matters -Participate Telephonically (JSF Portion)	.90	765.00
02/21/20 MLC	Conference call(s) Listened to omnibus hearing	1.30	1,709.50
04/08/20 MLC	Conference call(s) Due diligence zoom meeting with FTI/HL re Naloxone/HRT motion	.70	920.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/08/20 MLC	Analysis of Memorandum Review of FTI/HL presentation analysis of HRT funding proposal by Debtors	1.00	1,315.00
04/12/20 MLC	Correspondence Correspondence with UCC and NCSG counsel re HRT financing motion	.40	526.00
04/14/20 MLC	Correspondence Correspondence with UCC and NCSG counsel re HRT motion adjournment and related issues	.40	526.00
04/28/20 JSF	Examine Documents HRT Nalaxone Agreement and Status	.60	510.00
04/28/20 MLC	Analysis of Memorandum Review of Debtors' motion re funding agreement with Harm Reduction Therapeutics	1.30	1,709.50
05/06/20 MLC	Analysis of Memorandum Review and analysis of memorandum re revised HRT motion to be presented by debtors	.90	1,183.50
05/11/20 JSF	Examine Documents Update on HRT	.10	85.00
05/12/20 JSF	Telephone Call(s) Call with Monitor to Preview Upcoming Report	1.00	850.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/12/20 JSF	Examine Documents Update on HRT Motion and Revisions to Relief Requested	.20	170.00
05/12/20 MLC	Analysis of Memorandum Review of analysis of HRT motion prepared by FTI and KL	1.10	1,446.50
05/12/20 MLC	Correspondence Correspondence with counsel re report prepared by Dr Benkus	.60	789.00
05/27/20 JSF	Examine Documents Update on HRT Agreement	.20	170.00
05/28/20 MLC	Analysis of Memorandum Review of tax analysis prepared by BR	.70	920.50
05/31/20 MLC	Correspondence Correspondence with UCC and NCSG re HRT motion	.40	526.00
05/31/20 MLC	Correspondence Correspondence re scheduling of interview of Dr Brenkus	.30	394.50
TOTAL PHASE PU03		20.00	\$24,161.00

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Phase: PU04

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CASE ADMINISTRATION

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/03/20 JKH	Diary & Docket Review Bar Date Order and calendar deadline	.40	122.00
02/05/20 JSF	Examine Documents Status Reports on Selection of Mediator	.20	170.00
02/05/20 MLC	Telephone Call(s) Telcon with Rachael Ringer coordinating calls re ERF and mediation	.40	526.00
02/09/20 JSF	Examine Documents Mediation Motion/Order and Various Comments from UCC and AHC	.50	425.00
02/10/20 JSF	Telephone Call(s) Call with Professionals re: Mediation Order	1.00	850.00
02/10/20 JSF	Examine Documents Proposed Mediation Order and Comments	1.10	935.00
02/10/20 MLC	Draft/revise Reviewed and offered revisions to draft mediation order re process	1.10	1,446.50
02/10/20 MLC	Correspondence Correspondence re scheduling of meeting with certain AHC representatives and DOJ	.30	394.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/11/20 MLC	Conference call(s) Conference call with NCSG and CSG concerning mediation process	.80	1,052.00
02/11/20 MLC	Conference call(s) Conference call with counsel re mediation process	1.00	1,315.00
02/12/20 MLC	Correspondence Correspondence concerning scheduling of DOJ meeting with various AHC representatives	.40	526.00
02/12/20 MLC	Correspondence Correspondence among professionals preparing for Friday meeting with DOJ	.60	789.00
02/13/20 MLC	Telephone Call(s) Telcon with Ken Eckstein in preparation for meeting with government	.80	1,052.00
02/14/20 MLC	Correspondence Correspondence with AHC counsel re: mediation call with Judge Drain Re: Order and Process	.50	657.50
02/17/20 MLC	Review/analyze Review and analysis of mediation order and motion	1.80	2,367.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/18/20 JSF	Examine Documents Revisions to Mediation Motion and Order	.70	595.00
02/18/20 MLC	Review/analyze Review of draft mediation order and suggested revisions	.80	1,052.00
02/19/20 JSF	Examine Documents Revised Draft Mediation Order from Debtors	.40	340.00
02/25/20 MLC	Correspondence Correspondence re meeting with DOJ	.50	657.50
02/26/20 MLC	Correspondence Outline of topics to be discussed at DOJ meeting	.60	789.00
02/27/20 JSF	Conference out of Office Meeting with States and UCC Reps re: Mediation Process	.30	255.00
02/27/20 JSF	Telephone Call(s) Call with Co-Counsel re: Logistics and Dates for Mediation	.80	680.00
02/27/20 JSF	Examine Documents E-Mails re: Scheduling of Meetings and Mediation Sessions	.30	255.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/27/20 MLC	Correspondence Correspondence re mediation logistics of meeting together with NCSG	.70	920.50
02/28/20 JSF	Examine Documents Updates on Scheduling Meetings	.30	255.00
02/28/20 MLC	Correspondence Correspondence re logistics of mediation	1.50	1,972.50
02/28/20 MLC	Analysis of Memorandum Review of proof of claim parameters and instructions	1.30	1,709.50
03/09/20 MLC	Analysis of Memorandum Review and analysis of Cornerstone retention application	.80	1,052.00
03/09/20 MLC	Analysis of Memorandum Review of status memo prepared by KL which summarizes motions on file by debtors	.70	920.50
03/09/20 MLC	Correspondence Review of correspondence by committee members regarding scheduling of up-coming meetings	.50	657.50
03/11/20 MLC	Correspondence Correspondence re scheduling of various upcoming meetings of AHC and NCSG	.40	526.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/17/20 MLC	Analysis of Memorandum Reviewed court filings in preparation for 3/18's hearing	1.70	2,235.50
03/17/20 MLC	Conference call(s) Conference call with Troop, Ringer, Molton and Eckstein concerning next day hearing	.20	263.00
03/17/20 MLC	Conference call(s) Conference call with Paul Singer and Jenni Peacock concerning coordination of calls among AHC during the next several weeks	.50	657.50
03/17/20 JKH	Pacer-Docket Check Review docket and calendar hearings and objection deadlines	.20	61.00
03/19/20 MLC	Correspondence Correspondence with Molton re DOJ	.40	526.00
03/20/20 MLC	Analysis of Memorandum Review of KL memo re recent court hearing rulings	.80	1,052.00
03/20/20 JKH	Diary & Docket Review adjournment re: lift stay motion hearing; calendar new dates	.20	61.00
03/21/20 MLC	Analysis of Memorandum Review of KL summary memo re status of certain matters	1.50	1,972.50



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03/23/20 MLC	Conference call(s) Conference call re proof of claim process methodology	.30	394.50
03/23/20 MLC	Correspondence Correspondence with Troop and Singer re joint meeting of States	.20	263.00
03/30/20 MLC	Conference call(s) Conference call with AHC subcommittee on ERF	.50	657.50
04/03/20 JSF	Telephone Call(s) Conference Call with Monitor re: Status	.60	510.00
04/03/20 MLC	Conference call(s) Conference call with States and Secretary Vilasck	.60	789.00
04/03/20 MLC	Analysis of Memorandum Review of UCC application to change efficiency counsel	.40	526.00
04/07/20 JKH	Diary & Docket Calendar subcommittee call	.10	30.50
04/09/20 MLC	Analysis of Memorandum Review of joinder filed by Illinois school district	.40	526.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/12/20 MLC	Analysis of Memorandum Review of analysis prepared by KL concerning NCSG and UCC views on HRT financing motion	.90	1,183.50
04/13/20 JSF	Examine Documents Update on Efforts of Other Parties to Join Mediation as Mediation Party	.20	170.00
04/14/20 MLC	Analysis of Memorandum Review of outline of issues re motion Illinois school districts (Aurora) re being designated as Mediation Party	.90	1,183.50
04/18/20 MLC	Correspondence Correspondence with Paul Singer and Jennifer Peacock concerning pending motion by Thorton public schools re mediation process	.60	789.00
04/18/20 MLC	Analysis of Memorandum Review of motion filed by White & Case on behalf of Ad hoc of various creditors	1.10	1,446.50
04/19/20 MLC	Telephone Call(s) Telcon with Ken Eckstein re next steps	.90	1,183.50
04/19/20 MLC	Correspondence Correspondence between UCC, NCSG and CSG concerning Ad Hoc statement (White & Case) and resolution re Thorton Public Schools	.70	920.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/20/20 MLC	Conference call(s) Conference call with AHC and DOJ concerning process and current status of various motions	.80	1,052.00
04/20/20 JKH	Correspondence Email exchanges re: set up of telephonic omnibus hearing	.20	61.00
04/21/20 JKH	Prepare for Court Appearance Re: telephonic appearance	.40	122.00
04/22/20 JSF	Telephone Call(s) Participate Telephonically in Court Hearing	1.80	1,530.00
04/22/20 MLC	Court Appearance - General Court appearance in connection with first interim fee hearing and other matters	1.80	2,367.00
04/22/20 MLC	Analysis of Memorandum Review of composition of MSG/Rule 2019 filing	.40	526.00
04/22/20 MAP	Review Documents Per request from MLC, Retrive 2019 statement for multi-state group, research Schumacher Group	.30	127.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/23/20 MLC	Telephone Call(s) Telcon with Ken Eckstein and Aaron Cahn (W VA counsel) re status of case and plan issues	.40	526.00
04/24/20 MLC	Telephone Call(s) Follow up telcon with Ken Eckstein concerning coordination of committee efforts	.30	394.50
04/26/20 MLC	Conference call(s) Conference call with Ken Eckstein and R Ringer re general status of case	1.00	1,315.00
04/28/20 JKH	Diary & Docket Review Notice of Omnibus Hearings and calendaring all hearing dates	.20	61.00
04/30/20 JSF	Correspondence Colleen MacDonald (Purdue) re: Payments on Monthly Fee Statement	.10	85.00
05/02/20 MLC	Correspondence Correspondence with Aaron Cahn and K Eckstein concerning W Virginia questions re plan structure questions	.40	526.00
05/07/20 MLC	Analysis of Memorandum Review of KL memo analyzing Eighth Circuit decision in context of possible plan structure	.70	920.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/08/20 MLC	Analysis of Memorandum Review of memo re proof of claim process and requirements for non-states and localities	1.50	1,972.50
05/08/20 MLC	Conference call(s) Conference call with AHC states and counsel re proof of claim process	.50	657.50
05/10/20 MLC	Correspondence Correspondence re general scheduling of mediation and outlining of open issues	1.30	1,709.50
05/11/20 MLC	Analysis of Memorandum Review of certain newly released Interlinks memos	2.10	2,761.50
05/12/20 MLC	Conference call(s) Conference call with AHC counsel re HRT motion	.30	394.50
05/13/20 MLC	Telephone Call(s) Telcon with Rachael Ringer re general scheduling and next steps	.40	526.00
05/13/20 MLC	Correspondence Correspondence with AHC counsel re coordination of tasks	.40	526.00
05/14/20 MLC	Telephone Call(s) Telcon with Ken Eckstein re HRT adjournment	.20	263.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/18/20 JKH	Diary & Docket Review of email containing hearing dates and calendaring same	.20	61.00
05/21/20 MLC	Analysis of Memorandum Analysis of report filed by Monitor	.60	789.00
05/21/20 JKH	Diary & Docket Review of email re: bar date motion and calendar hearing	.10	30.50
05/22/20 MLC	Analysis of Memorandum Review of report filed by Monitor	.60	789.00
05/26/20 JSF	Examine Documents Review of Purdue Monitor's Report Summary	.30	255.00
05/26/20 MLC	Analysis of Memorandum Review of KL memo and the underlying application re Cornerstone retention application	1.10	1,446.50
05/27/20 MLC	Analysis of Memorandum Review of KL memo re revisions to Cornerstone retention application and pending motions	1.20	1,578.00
05/31/20 MLC	Correspondence Correspondence re call with state members of AHC re status of various matters including response to bar date motion	.60	789.00

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TOTAL PHASE PU04 55.60 \$66,828.00

Phase: PU05

CLAIMS ANALYSIS

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/05/20 JSF	Examine Documents Correspondence and Forms re: Filing Aggregate Claim Per Bar Date Order	1.10	935.00
05/06/20 JSF	Examine Documents Correspondence re: Bar Date Order and Proofs of Claim and Process and Ability to File Aggregate POC and Analysis of Issues Relating Thereto	1.20	1,020.00
05/08/20 JSF	Examine Documents Schedules of Assets and Liabilities re: Scheduling of State and County Claims	.60	510.00
05/08/20 JSF	Examine Documents Proof of Claim Materials Distributed to Creditors	.30	255.00
05/12/20 MLC	Analysis of Memorandum Review of correspondence and memo re various requests by creditors for extension of the bar date	.80	1,052.00
05/13/20 MLC	Correspondence Correspondence with AHC and MSG members re bar date extension letter requests	.40	526.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/14/20 MLC	Conference call(s) Conference call with Jenni Peacock and Paul Singer re bar date extension issues	.40	526.00
05/18/20 MLC	Analysis of Memorandum Review of letter filed by Harrison Cullens in connection with bar date issues	.40	526.00
05/19/20 JSF	Examine Documents Pleadings in Support of Extension of Bar Date	.20	170.00
05/21/20 MLC	Analysis of Memorandum Review and analysis of motion filed by debtors to extend the bar date	1.10	1,446.50
05/22/20 MLC	Analysis of Memorandum Review of debtors' motion to extend bar date	.70	920.50
05/29/20 JSF	Examine Documents Draft Response to Bar Date Motion to Extend Deadline	.40	340.00
05/29/20 MLC	Correspondence Correspondence re bar date extension motion and AHC response thereto	.70	920.50
05/29/20 MLC	Analysis of Memorandum Reviewed draft of AHC response to bar date extension motion	1.00	1,315.00



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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/30/20 MLC	Analysis of Memorandum Review of revised draft of AHC response to bar date motion	.80	1,052.00
05/31/20 MLC	Analysis of Memorandum Review of further changes to response to bar date extension motion	.90	1,183.50
05/31/20 MLC	Analysis of Memorandum Review of NCSG response to debtors' bar date extension motion	1.10	1,446.50
TOTAL PHASE PU05		12.10	\$14,144.50

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Phase: PU06	EMPLOYMENT & FEE APPLICATIONS
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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/03/20 JSF	Examine Documents Review and Revise December Fee Statement for Filing	.20	170.00
02/03/20 JKH	Draft/revise Make changes to monthly fee statement	.60	183.00
02/05/20 JKH	Review Documents Review fee order re: monthly statement objection deadlines	.20	61.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/08/20 JSF	Examine Documents Review January Time Detail	.50	425.00
02/28/20 JSF	Examine Documents January Monthly Fee Statement	.30	255.00
03/02/20 JSF	Examine Documents Review Fourth Monthly Fee Statement	.30	255.00
03/02/20 JKH	Prepare Legal Papers Prepare monthly fee statement for January	.70	213.50
03/03/20 JKH	Prepare Legal Papers Prepare draft interim application	2.10	640.50
03/04/20 JSF	Prepare Legal Papers First Interim Fee Application	.40	340.00
03/07/20 JSF	Prepare Legal Papers Narrative for Fee Application	1.80	1,530.00
03/10/20 JSF	Prepare Legal Papers Preparation of Interim Fee Application	4.20	3,570.00
03/11/20 JSF	Examine Documents Review of Fee Application and Exhibits	3.00	2,550.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/11/20 MLC	Draft/revise Review and revisions to draft interim fee application	1.30	1,709.50
03/11/20 JKH	Prepare Chart(s) Preparing exhibit charts for first interim application	3.40	1,037.00
03/11/20 JKH	Review/analyze Review of interim fee application	1.20	366.00
03/11/20 JKH	Prepare Legal Papers Preparing exhibits for filing of interim fee application	.40	122.00
03/12/20 JSF	Examine Documents Review and Modify First Interim Fee Application for Circulation to AHC	.80	680.00
03/12/20 MLC	Draft/revise Reviewed and revised first interim fee application motion and exhibits	1.20	1,578.00
03/13/20 JKH	Diary & Docket Calendar objection deadline re: monthly statement	.10	30.50
03/16/20 JSF	Examine Documents Review First Interim Fee Applications and Modify Charts	2.80	2,380.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/16/20 JKH	Draft/revise Review and edit interim application for filing	1.30	396.50
03/23/20 JKH	Diary & Docket Review notice of hearing re: interim applications; calendaring hearing and objection dates	.20	61.00
03/26/20 JSF	Prepare Legal Papers February Monthly Fee Statement	.80	680.00
03/27/20 JSF	Examine Documents February Monthly Fee Statement	.30	255.00
03/27/20 JKH	Prepare Legal Papers Prepare fifth monthly statement for February	.40	122.00
03/27/20 JKH	Draft/revise Edit fifth monthly statement	.20	61.00
04/08/20 JKH	Prepare Legal Papers Finalizing monthly statement for February for filing	.20	61.00
04/10/20 JSF	Correspondence E-Mail to Chambers with Fee Application	.30	255.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/20/20 JSF	Examine Documents Prepare for Fee Application Hearing - Review of Fee Application	.30	255.00
04/20/20 JSF	Correspondence Purdue re: Payment of January Monthly Statement	.20	170.00
04/20/20 JKH	Diary & Docket Prepare monthly statement for filing and calendar objection deadline	.10	30.50
04/21/20 JSF	Telephone Call(s) AHC Professionals Call to Prepare for Fee Hearing	.20	170.00
04/21/20 JSF	Examine Documents Proposed Order Approving Fees	.20	170.00
04/21/20 MLC	Conference call(s) Meeting with co-counsel to prepare for interim fee application hearing	.20	263.00
04/21/20 MLC	Analysis of Memorandum Review of Allergan Lift Stay Motion summaries	.60	789.00
04/23/20 MLC	Draft/revise Review of proposed Order granting first interim fee application	.30	394.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/28/20 JSF	Examine Documents Sixth Monthly Fee Application	1.10	935.00
04/28/20 JKH	Prepare Legal Papers Prepare draft sixth monthly statement	.20	61.00
04/28/20 JKH	Draft/revise Edit sixth monthly statement and exhibit charts	.30	91.50
05/18/20 MLC	Draft/revise Reviewed and revised monthly fee statement for March	.40	526.00
05/19/20 JSF	Examine Documents Sixth Monthly Fee Statement for Filing	.20	170.00
05/19/20 JKH	Prepare Legal Papers Preparing monthly statement for filing and calendaring objection deadline	.10	30.50
05/20/20 JKH	Prepare Legal Papers Prepare draft monthly statement	.20	61.00
05/26/20 JSF	Examine Documents April Monthly Fee Statement	.40	340.00
05/26/20 JKH	Prepare Legal Papers Prepare Seventh Monthly fee Statement	.60	183.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
TOTAL PHASE PU06		34.80	\$24,627.50

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Phase: PU07	EMERGENCY FINANCING
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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/02/20 MLC	Conference call(s) Conference call with Paul Singer and Jenni Peacock in preparation for Monday morning call with UCC Re: ERF	1.20	1,578.00
02/03/20 JSF	Telephone Call(s) Call with Debtors and UCC re: ERF Proposal	1.20	1,020.00
02/03/20 MLC	Conference call(s) Conference call with UCC, Davis Polk and ERF subcommittee of AHC concerning ERF proposals	.70	920.50
02/05/20 JSF	Examine Documents Update on Status of ERF and Open Issues	.30	255.00
02/07/20 JSF	Telephone Call(s) Conference Call with ERF Subcommittee and Professionals re: ERF Proposals	1.20	1,020.00
02/07/20 JSF	Examine Documents Updates on Status of Discussions on ERF Proposals	.40	340.00

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02/07/20 JSF	Memo Memo re: ERF Subcommittee Conference Call and Status	.30	255.00
02/09/20 JSF	Examine Documents Revised ERF Proposal from Debtors and AHC Comments	.60	510.00
02/09/20 JSF	Telephone Call(s) Conference Call with ERF Subcommittee re: Debtors' Proposal and AHC Mark-Up	.80	680.00
02/10/20 MLC	Conference call(s) Conference call with ERF subcommittee re issues raised by UCC	.80	1,052.00
02/10/20 MLC	Correspondence Review of correspondence from Debtor's counsel re ERF	.50	657.50
02/10/20 MLC	Analysis of Memorandum Review of AHC ERF proposal and contrast same with UCC ERF as requested by Debtors' counsel	1.10	1,446.50
02/11/20 JSF	Examine Documents Mark-Ups of ERF Proposal	.60	510.00
02/11/20 MLC	Analysis of Memorandum Reviewed proposed revisions to ERF proposal in view of UCC comments	1.40	1,841.00



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02/12/20 MLC	Analysis of Memorandum Reviewed proposed revisions to ERF to be forwarded to UCC and debtors	1.20	1,578.00
02/12/20 MLC	Telephone Call(s) Telcon with Andrew Troop re ERF proposal from NCSG	.20	263.00
02/13/20 JSF	Examine Documents Update on ERF Discussions and Revised ERF	.20	170.00
02/13/20 MLC	Conference call(s) Telcon with J. Guard re: ERF	.40	526.00
02/13/20 MLC	Review/analyze Review of proposed changes to ERF proposal responding to UCC concerns	1.10	1,446.50
02/14/20 JSF	Telephone Call(s) Participate Telephonically in Meeting Between AHC And DOJ re: ERF	2.10	1,785.00
02/14/20 MLC	Conference(s) in Office Preparation meeting with AHC members in advance of meeting re: ERF	1.30	1,709.50
02/14/20 MLC	Conference(s) in Office Meeting with various governmental representatives concerning ERF proposals	2.20	2,893.00

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02/17/20 MLC	Correspondence Correspondence with AHC members re in person meeting with UCC and/or NCSG to discuss ERF	1.10	1,446.50
02/24/20 JSF	Examine Documents ERF Update on Open Issues and Meeting Schedule	.30	255.00
02/26/20 JSF	Conference out of Office Meeting with Representatives of DOJ-SDNY re: ERF and Other Matters of Mutual Interest	1.60	1,360.00
02/26/20 JSF	Conference out of Office Post-Meeting Discussions with Members of AHC re: ERF	.50	425.00
02/26/20 JSF	Examine Documents Prepare for Meeting with UCC and Debtors re: Current Competing Drafts of ERF Proposals and Open Issues	1.40	1,190.00
02/26/20 MLC	Correspondence Correspondence concerning meetng at Davis Polk re ERF with UCC	.60	789.00
02/27/20 JSF	Conference out of Office Meetings with AHC, Debtors, UCC, and Governmental Entities re: ERF Proposal	3.60	3,060.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/27/20 MLC	Analysis of Memorandum Review and analysis of ERF proposal documents handed out at Davis Polk meeting	1.70	2,235.50
02/28/20 JSF	Examine Documents ERF Revised Proposal - AHC Mark-Up	.30	255.00
03/02/20 JSF	Examine Documents ERF Updates and Revisions	.40	340.00
03/02/20 MLC	Analysis of Memorandum Reviewed proposed changes to ERF proposal in preparation for meeting with AHC subcommittee	1.80	2,367.00
03/02/20 MLC	Conference call(s) Conference call with AHC subcommittee re the various revisions to the ERF	1.00	1,315.00
03/03/20 MLC	Analysis of Memorandum Review of proposed changes to ERF proposal following meeting	1.10	1,446.50
03/04/20 MLC	Analysis of Memorandum Review of proposed changes to ERF following joint meeting last week	1.30	1,709.50
03/06/20 JSF	Examine Documents NCSG Mark-Up of ERF and Comments	.70	595.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
03/06/20 JSF	Telephone Call(s) Call with AHC Subcommittee re: ERF and Subcommittee Mark-Up	.70	595.00
03/06/20 MLC	Conference call(s) Conference call with AHC subcommittee re ERF comments from NCSG	.70	920.50
03/07/20 MLC	Conference call(s) Conference call with R Ringer, D Molton and A Troop concerning ERF and changes requested by NCSG	1.50	1,972.50
03/09/20 MLC	Telephone Call(s) Telcon with R Ringer concerning proposed revisions to ERF following call with NCSG	.20	263.00
03/09/20 MLC	Analysis of Memorandum Review of letter written by Feather River Tribal Health to Debtors' counsel	.60	789.00
03/10/20 MLC	Correspondence Correspondence re follow up re ERF and proposal re drug courts	1.10	1,446.50
03/10/20 MLC	Draft/revise Review of reviews suggested to ERF by NCSG	.80	1,052.00
03/10/20 MLC	Draft/revise Review of draft email to AHC re proposed changes to ERF proposal by NCSG	.40	526.00

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03/14/20 JSF	Examine Documents Updates on ERF Status	.20	170.00
03/20/20 MLC	Conference call(s) Conference call re liaisoning with DOJ for ERF	.50	657.50
03/21/20 MLC	Correspondence Correspondence with AHC members re amendments to ERF	1.20	1,578.00
03/22/20 MLC	Draft/revise Reviewed draft revisions to ERF	1.80	2,367.00
03/23/20 JSF	Examine Documents Update on and Revisions to ERF	.40	340.00
03/23/20 MLC	Analysis of Memorandum Review of proposed changes to ERF requested by UCC and NCSG	1.10	1,446.50
03/23/20 MLC	Correspondence Correspondence with AHC counsel re next steps re presentation of ERF proposal	.60	789.00
03/24/20 MLC	Correspondence Review of correspondence among AHC counsel re coordination of meeting with DOJ	.90	1,183.50

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03/24/20 MLC	Correspondence Correspondence with Debtors' and UCC counsel, and counsel for NCSG and MSG, re status of ERF various modifications	1.10	1,446.50
03/24/20 MLC	Correspondence Follow up correspondence re meeting with DOJ on March 25	.70	920.50
03/25/20 JSF	Examine Documents ERF Update	.20	170.00
03/26/20 JSF	Examine Documents Correspondence re: ERF and Proposed Revisions	.60	510.00
03/26/20 JSF	Examine Documents Submission to Court re: AHC ERF Proposal	.30	255.00
03/26/20 JSF	Examine Documents Letter to Court re: Status Conference on ERF	.20	170.00
03/26/20 JSF	Examine Documents Correspondence re: Debtors' Communication to Court to Schedule Status Conference on ERF	.20	170.00
03/26/20 JSF	Telephone Call(s) Conference Call with AHC Professionals and DOJ re: ERF	.70	595.00

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03/26/20 MLC	Conference call(s) Conference call with ERF subcommittee re letter to court	1.00	1,315.00
03/26/20 MLC	Draft/revise Reviewed and revised letter to court re AHC ERF proposal	1.30	1,709.50
03/26/20 MLC	Conference call(s) Conference call with AHC counsel re next steps re ERF proposal	.90	1,183.50
03/27/20 JSF	Examine Documents Correspondence to Court re: ERF Chambers Conference	.40	340.00
03/27/20 JSF	Telephone Call(s) Conference Call with ERF Subcommittee re: Chambers' Conference	1.20	1,020.00
03/27/20 MLC	Draft/revise Reviewed and revised draft of letter to Court re conference call	.40	526.00
03/27/20 MLC	Conference call(s) Conference call with AHC counsel re preparation for chambers conference	.60	789.00

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03/29/20 MLC	Correspondence Correspondence with UCC counsel, AHC counsel and debtor's counsel re preparation for chambers conference	.80	1,052.00
03/29/20 MLC	Correspondence Correspondence with ERF subcommittee members re preparation for chambers conference	.60	789.00
03/29/20 MLC	Conference call(s) Conference call with counsel for Debtors, UCC and AHC in preparation for chambers conference	.80	1,052.00
03/30/20 JSF	Telephone Call(s) Conference Call with Court re: ERF (partial attendance)	1.00	850.00
03/30/20 JSF	Telephone Call(s) ERF Subcommittee Call re: Follow Up on Chambers Conference and Direction from Court	.80	680.00
03/30/20 JSF	Examine Documents E-Mail from Judge Drain re: Post-Chambers Conference on ERF Summary	.20	170.00
03/30/20 MLC	Court Appearance - General Chambers conference with Court re ERF	1.30	1,709.50



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03/30/20 MLC	Conference call(s) Follow up with ERF subcommittee members following call with Court	.50	657.50
03/30/20 MLC	Correspondence Correspondence with debtors' counsel concerning follow up correspondence from Judge Drain	.60	789.00
04/01/20 MLC	Analysis of Memorandum Review of memorandum by KL describing telcons with UCC and Debtors' counsel re ERF proposal	.60	789.00
04/02/20 MLC	Conference call(s) Follow up conference call with counsel concerning next steps for ERF	.60	789.00
04/08/20 JSF	Examine Documents Debtors' Revisions to ERF	.40	340.00
04/08/20 JSF	Examine Documents UCC Comments to ERF Draft	.20	170.00
04/08/20 MLC	Analysis of Memorandum Review and analysis of debtors' draft ERF plan	1.30	1,709.50
04/08/20 MLC	Correspondence Correspondence with AHC subcommittee on ERF and counsel re Debtors' draft ERF	.80	1,052.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/09/20 JSF	Telephone Call(s) Conference Call with AHC re: ERF	.60	510.00
04/09/20 JSF	Examine Documents Draft Letters to Debtors re: ERF Proposal	.30	255.00
04/09/20 MLC	Analysis of Memorandum Review and analysis of ERF mark-up by debtors	1.20	1,578.00
04/09/20 MLC	Conference call(s) Conference call with States only on AHC re ERF proposal by debtors and related issues	.60	789.00
04/09/20 MLC	Telephone Call(s) Telcon with Rachael Ringer re comments to draft letters re ERF	.30	394.50
04/10/20 JSF	Examine Documents Update on Status of ERF	.10	85.00
04/10/20 MLC	Conference call(s) Conference call with DOJ, AHC counsel and certain AHC members concerning Debtors' redraft of the ERF and next steps	.60	789.00
04/15/20 JSF	Examine Documents Proposed Letter to Debtors re: ERF	.20	170.00
TOTAL PHASE PU07		74.10	\$85,630.50

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Phase: PU08 LITIGATION: CONTESTED MATTERS, ADVERSARY

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/26/20 MLC	Analysis of Memorandum Analysis of Judge Polster's recent opinion	1.30	1,709.50
03/05/20 JSF	Examine Documents Motion for Extension of Injunction and Related Issues	.40	340.00
03/12/20 JSF	Examine Documents NCSG's Statement re: Extension of Injunction	.20	170.00
03/13/20 JSF	Examine Documents NCSG Objection to Stay Motion and Other Stay Motion Pleadings	.50	425.00
03/15/20 MLC	Correspondence Correspondence re pending motion papers re extension of stay	.80	1,052.00
03/15/20 MLC	Conference call(s) Conference call with AHC counsel re pending motion to extend stay	.40	526.00
03/16/20 JSF	Examine Documents AHC Statement re: Stay Extension	.30	255.00

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03/17/20 JSF	Examine Documents Summary of Responses to NCSG's Objection to Contin	.30	255.00
03/18/20 JSF	Telephone Call(s) Court Hearing on Injunction (partial) - Monitor Via Telephone	1.50	1,275.00
03/18/20 MLC	Analysis of Memorandum Reviewed and analyzed NCSG response to continuation of stay	.70	920.50
03/18/20 MLC	Analysis of Memorandum Reviewed and analyzed Debtors' reply in support of continuation of stay	.80	1,052.00
03/18/20 MLC	Conference call(s) Appeared by court call at hearing before SDNY Bankruptcy Court	3.00	3,945.00
TOTAL PHASE PU08		10.20	\$11,925.00

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Phase: PU09 MEETINGS & COMMUNICATIONS W/ AD HOC

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/03/20 JSF	Conference out of Office Meeting with Ad Hoc and Debtors and Debtors' Professionals	6.00	5,100.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
02/03/20 MLC	Conference Out of Office Meeting with members of AHC at KL in preparation for meeting with Debtors and their management and professionals	.80	1,052.00
02/03/20 MLC	Conference Out of Office Meeting at KL with AHC, Debtors' management and their counsel and professionals concerning company financials	5.50	7,232.50
02/04/20 JSF	Examine Documents Updated E-Mail to AHC re: Pending Motions and Mediation Process	.40	340.00
02/04/20 MLC	Correspondence Review of draft memo to AHC members re status of various matters	.80	1,052.00
02/05/20 JSF	Telephone Call(s) Weekly Update Conference Call with AHC	1.30	1,105.00
02/05/20 MLC	Conference call(s) Call with AHC members and counsel (MLC Portion)	.60	789.00
02/12/20 MLC	Conference call(s) Conference call meeting with AHC members	1.00	1,315.00
02/12/20 MLC	Telephone Call(s) Telcon with AHC members re meeting with DOJ on Friday	.40	526.00

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02/12/20 MLC	Correspondence Correspondence with certain AHC members re need to attend DOJ meeting on Friday	.30	394.50
02/12/20 MLC	Conference call(s) AHC call with professionals	.40	526.00
02/13/20 MLC	Correspondence Correspondence with AHC counsel re: mediation order	.80	1,052.00
02/14/20 JSF	Examine Documents Updates to Committee re: ERF, Mediation and Motions Before Court	.20	170.00
02/19/20 JSF	Telephone Call(s) Weekly Update Conference Call with AHC	.90	765.00
02/19/20 MLC	Conference call(s) Conference call with AHC members re: pending motions and related matters	1.00	1,315.00
02/19/20 MLC	Correspondence Correspondence with AHC states re: mediation process and proposed order	.50	657.50
02/20/20 MLC	Correspondence Correspondence with AHC members re: mediation process	.60	789.00

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02/24/20 MLC	Correspondence Correspondence with AHC counsel concerning mediation schedule and related issues	.80	1,052.00
02/25/20 JSF	Correspondence Committee Members re: Meetings with DOJ and Debtors re: ERF	.20	170.00
02/25/20 MLC	Conference call(s) With AHC	.70	920.50
02/26/20 JSF	Telephone Call(s) Conference Call with AHC States re: Mediation Order and Participation	.30	255.00
02/26/20 JSF	Telephone Call(s) Conference Call with All States and Territories re: Updates in Case	.50	425.00
02/26/20 JSF	Conference out of Office Meeting with Representatives of Georgia, Florida, Tennessee and Texas re: ERF and Upcoming Matters	.80	680.00
02/26/20 MLC	Conference call(s) Conference call with settling states on AHC	.50	657.50
03/02/20 MLC	Conference call(s) Conference call with AHC counsel re scheduling and related issues	.80	1,052.00

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03/03/20 JSF	Telephone Call(s) Conference Call with A. Troop, D. Molton, R. Ringer and K. Eckstein re: Scheduling Meetings	.60	510.00
03/04/20 MLC	Conference call(s) Conference call meeting with AHC members	.80	1,052.00
03/04/20 MLC	Correspondence Correspondence re agenda for meeting and up-coming meetings	.80	1,052.00
03/11/20 JSF	Telephone Call(s) Weekly AHC Update Conference Calls	.50	425.00
03/15/20 MLC	Conference call(s) Conference call with subcommittee members in preparation for hearing and related issues	1.30	1,709.50
03/18/20 JSF	Telephone Call(s) Weekly Status Call with AHC	.70	595.00
03/19/20 MLC	Correspondence Correspondence with AHC counsel concerning scheduling of calls and related meetings	.80	1,052.00
03/20/20 JSF	Examine Documents Updates to AHC on Hearing and Other Motions	.30	255.00



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03/25/20 JSF	Telephone Call(s) Weekly AHC Call (JSF portion)	.40	340.00
03/25/20 MLC	Conference call(s) Weekly meeting of AHC committee with counsel	1.10	1,446.50
03/31/20 MLC	Conference call(s) Conference call with Paul Singer and Jenni Peacock concerning ERF and next steps	.80	1,052.00
04/01/20 JSF	Telephone Call(s) Weekly Update Conference Call with AHC	1.20	1,020.00
04/01/20 MLC	Conference call(s) Conference call with AHC committee and counsel - regular weekly meeting	1.10	1,446.50
04/01/20 MLC	Correspondence Correspondence among AHC counsel re next steps	.30	394.50
04/06/20 MLC	Conference call(s) Conference call with Special Committee of Consenting States	1.30	1,709.50
04/07/20 JSF	Examine Documents Update Report to Committee	.20	170.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/13/20 JSF	Telephone Call(s) AHC Committee Update Conference Call	.70	595.00
04/15/20 MLC	Conference call(s) Weekly meeting of AHC	.80	1,052.00
04/24/20 MLC	Conference call(s) Call with States and localities on AHC to discuss status of various plan discussions and next steps	.60	789.00
04/24/20 MLC	Conference call(s) Conference call among counsel to the AHC	.80	1,052.00
04/28/20 MLC	Conference call(s) Conference call with Paul Singer, Ken Eckstein and Rachael Ringer re chapter 11 next steps	1.10	1,446.50
04/29/20 JSF	Telephone Call(s) AHC Weekly Status Call	.70	595.00
04/29/20 JSF	Examine Documents Agenda Items for AHC Meeting	.20	170.00
04/29/20 MLC	Conference call(s) Committee meeting for AHC	.70	920.50

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05/01/20 JSF	Examine Documents Review of updates to AHC Members re: Pending Matters for Review by AHC	.20	170.00
05/02/20 MLC	Correspondence Correspondence with AHC committee members re next steps in mediation process	.50	657.50
05/06/20 JSF	Telephone Call(s) Weekly Call with AHC re: Issues for consideration by AHC	2.20	1,870.00
05/06/20 MLC	Conference call(s) Meeting of AHC re HRT and other matters	2.20	2,893.00
05/07/20 MLC	Correspondence Correspondence with counsel concerning scheduling of various calls with AHC members in anticipation of court hearing next week	.40	526.00
05/07/20 MLC	Correspondence Correspondence with AHC state members re various scheduling of calls	.30	394.50
05/08/20 JSF	Telephone Call(s) Pre-Call with Texas and Tennessee re: Bankruptcy Plan Issues and Requirements for Confirmation	.50	425.00

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05/08/20 JSF	Telephone Call(s) Call with States on AHC re: Plan Issues and Confirmation Requirements	1.30	1,105.00
05/12/20 JSF	Telephone Call(s) Weekly AHC Conference Call	1.60	1,360.00
05/12/20 JSF	Examine Documents Agenda for Weekly AHC Meeting	.20	170.00
05/12/20 MLC	Prepare for Meeting Prepared for meeting with AHC members	.70	920.50
05/15/20 JSF	Examine Documents Review updates to Committee on Pending Motions, Discovery and Mediation Discussions	.30	255.00
05/15/20 MLC	Conference call(s) Conference call with AHC States only re plan strategy	1.20	1,578.00
05/15/20 MLC	Conference call(s) Conference call with AHC representatives re recently filed motions	.80	1,052.00
05/18/20 JSF	Telephone Call(s) AHC Update Conference Call Re: Pending Matters	1.20	1,020.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/19/20 MLC	Conference call(s) Conference call with states re update of pending motions	.80	1,052.00
05/20/20 JSF	Telephone Call(s) AHC Weekly Conference Call	1.50	1,275.00
05/20/20 MLC	Conference call(s) Meeting of AHC re pending matters	1.50	1,972.50
05/21/20 JSF	Examine Documents Updates to AHC re: Bar Date Extension and Monitor Report	.30	255.00
05/27/20 JSF	Telephone Call(s) Weekly AHC Conference Call	.70	595.00
TOTAL PHASE PU09		62.30	\$69,788.00

Phase: PU11

PLAN & DISCLOSURE STATEMENT

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/14/20 MLC	Analysis of Memorandum Review of analysis re Plan Structure/Legal Issues	1.40	1,841.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/14/20 MAP	Research Research Plan Structure/Legal Issues to prepare memo for MLC	2.10	892.50
04/14/20 MAP	Draft/revise Draft Memo on Plan Structure/Legal Issues for MLC	1.40	595.00
04/22/20 MLC	Correspondence Correspondence with Don Simon concerning Tribes and plan prospective structure	.80	1,052.00
04/23/20 MLC	Correspondence Correspondence concerning follow up re call with hospitals counsel	.20	263.00
05/08/20 MLC	Conference call(s) Conference call with counsel re plan structure and related issues	1.30	1,709.50
05/18/20 MLC	Conference call(s) Conference call with Singer, Peacock, Thurmond and Ringer/Eckstein re overall structure of proposed plan	.80	1,052.00
05/18/20 MLC	Correspondence Correspondence among AHC counsel re plan discussions with UCC and Debtors' counsel	.70	920.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
05/18/20 MLC	Analysis of Memorandum Review of analysis of RSA draft prepared by KL for discussion purposes	1.30	1,709.50
05/19/20 MLC	Telephone Call(s) Telcon with Eric Snyder (Alabama outside counsel) re status of plan discussions and next steps	.60	789.00
05/22/20 MLC	Conference call(s) Conference call with small AHC group re plan strategy	.60	789.00
05/22/20 MLC	Telephone Call(s) Telcon with Ken Eckstein re alternative approaches to plan proposal	.30	394.50
05/26/20 MLC	Conference call(s) Conference call with KL and certain State representatives re nature of proposed plan with abatement as model	1.10	1,446.50
05/28/20 MLC	Analysis of Memorandum Review and analysis of Tribes memorandum re COVID impact	1.60	2,104.00
05/29/20 MLC	Correspondence Correspondence involving conversations with debtors' counsel re plan development	.40	526.00
TOTAL PHASE PU11		14.60	\$16,084.00

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TOTAL FOR SERVICES \$336,192.00



# **EXHIBIT F**

## **Summary of Expenses**

**DISBURSEMENTS FOR THE APPLICATION PERIOD**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses<sup>1</sup></b>
Conference Calls	West Unified (conference call service)	\$761.22
Electronic Research	Westlaw	\$189.99
Food Service – Conference	Seamless <sup>2</sup>	\$349.35
Laser Copies (\$.10 per page)		\$71.20
Transportation	Trains, cars, etc. for travel to and from Court and other meetings	\$233.16
<b>TOTAL:</b>		<b>\$1,604.92</b>

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<sup>1</sup> The date that appears on the annexed disbursement detail associated with a particular disbursement is as to certain disbursements (e.g., transportation and working meals) the date the disbursement is recorded in Otterbourg computer records and not the actual date the disbursement was incurred.

<sup>2</sup> This charge is with respect to a meeting held at Applicant's offices on January 14, 2020 in which approximately 10-12 people were in attendance.

# **EXHIBIT G**

## **List of Expenses**

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DISBURSEMENTS FOR YOUR ACCOUNT

Laser Copies	71.20
Conference Call(s)	761.22
Electronic Research	189.99
Transportation	233.16
Food Service - Conference	349.35
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TOTAL DISBURSEMENTS	1,604.92